As Revised
September 1, 2015

FIFTH THIRD BANCORP

CORPORATE POLICY REGARDING INSIDER TRADING AND SECTION 16 REPORTING

Fifth Third Bancorp ("Fifth Third" or the "Company") is a public company, the common stock of which is traded on the Nasdaq Global Select Market and registered under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to the Exchange Act, Fifth Third files periodic reports and proxy statements with the Securities and Exchange Commission ("SEC"). Investment by executive officers and directors in Fifth Third stock is generally desirable and encouraged. However, such investments should be made with caution, and with recognition of the legal prohibitions against the use of confidential information by "insiders" for their own profit.

As a director or executive officer of a public company, you have the responsibility not to participate in the market for Fifth Third stock while in possession of material, non-public information about the Company. There are harsh civil and criminal penalties if you wrongly obtain or use such material, non-public information when you are deciding whether to buy or sell securities, or if you give that information to another person who uses it in buying or selling securities. If you do buy or sell securities while in possession of material non-public information, you will not only have to pay back any money you made, but you could be found guilty of criminal charges, and face substantial fines or even prison. Additionally, Fifth Third could be held liable for your violations of insider trading laws.

As a director or executive officer of a public company, you also have the responsibility to comply with the "short-swing profit" rule in Section 16(b) and file periodic reports regarding changes in your ownership of Fifth Third stock pursuant to Section 16(a) of the Exchange Act. Violations or failure to comply with these Section 16 restrictions can also result in SEC enforcement action against you.

In order to avoid these harsh consequences, Fifth Third has developed the following guidelines to briefly explain the insider trading laws, set forth the Company's trading guidelines for executive officers and directors and describe the procedures you should follow to ensure the timely filing of your Section 16 reports with the SEC. However, it does not address all possible situations that you may face. In addition, you need to review and understand Fifth Third's Confidential Information Disclosure Policy that describes your obligations under the Exchange Act regarding the selective disclosure of confidential information to ensure compliance with SEC Regulation FD, which requires "fair disclosure" of material, non-public information.

Please call H. Samuel Lind, Senior Vice President, Assistant General Counsel and Secretary, at (513) 534-3719 with any questions on insider trading or these guidelines and procedures. Shaun Patsy, Vice President and Counsel, at (513) 534-4203 or Kevin Lippert, Vice President and Counsel, at (513) 534-4847 can also assist.

INSIDER TRADING CONCEPTS

What is "Inside" Information?

Inside information includes anything you become aware of because of your "special relationship" with the Company as an executive officer or director, which has not been disclosed to the public. The information may be about the Company or any of its bank subsidiaries or other affiliates. It may also include information you learn about another company, for example, companies that are current or prospective customers or suppliers to a bank subsidiary or those with which the Company may be in negotiations regarding a potential transaction.

What is Material Information?

Information is material if an investor would think that it is important in deciding whether to buy, sell or hold stock, or if it could affect the market price of the stock. Either good or bad information may be material. If you are unsure whether the information is material, assume it is material.

Examples of material information typically include, but are not limited to:

- Company financial problems;
- estimates of future earnings or losses;
- events that could result in restating financial information;
- a proposed acquisition or sale;
- beginning or settling a major lawsuit;
- changes in dividend policies;
- declaring a stock split;
- a stock or bond offering; or
- winning a large new contract (or losing a large contract).

What is Non-public Information?

Non-public information is information that has not yet been made public by the Company. Information only becomes public when the Company makes an official announcement (in a publicly accessible conference call, a press release or in SEC filings, for example) and people have had an opportunity to see or hear it. Therefore, you should not buy or sell stocks or other securities before the public announcement of material information. It is usually safe to buy or sell stock after the information is officially announced, as long as you do not know of other material information that has not yet been announced. Even after the information is announced, you should generally wait about two full trading days before buying or selling securities to allow the market to absorb the information.

TRADING GUIDELINES

Prohibition Against Trading
While In Possession of Material Non-Public Information

You may not purchase or sell stocks or other securities of Fifth Third or of any other company when you are aware of any material, non-public information about that company, no matter how you learned the information. You also must not "tip" or otherwise give material, non-public information to anyone, including people in your immediate family, friends or anyone acting for you (such as a stockbroker).

Pre-Clearance Policy for Trading
While Not in Possession of Material Non-Public Information

You may not trade at any time, without prior clearance. Before trading in Fifth Third stock you must contact H. Samuel Lind, Senior Vice President, Assistant General Counsel and Secretary, at (513) 534-3719, Shaun Patsy, Vice President and Counsel, at (513) 534-4203, or Kevin Lippert, Vice President and Counsel, at (513) 534-4847to inquire if a restricted trading period is in effect and to obtain pre-clearance of the contemplated trade. "Trading" includes not only purchases and sales of stock, but also acquisitions and dispositions of equity derivative securities and stock swap agreements, the exercise of certain options, warrants, puts and calls, etc.

Restricted trading periods are periods designated by Fifth Third as times in which you may not trade in Fifth Third stock regardless of your actual possession or non-possession of material, non-public information. These restricted trading periods are instituted by Fifth Third for a variety of reasons. One such restricted trading period is instituted prior to Fifth Third releasing its quarterly results. This restricted trading period begins on the third Tuesday of the third month of every calendar quarter and lasts until two full trading days after Fifth Third releases its results for that quarter.

The Sarbanes-Oxley Act of 2002 also requires the Company to absolutely prohibit all purchases, sales or transfers of Fifth Third securities by directors and executive officers during a pension fund blackout period. A pension fund blackout period exists whenever 50% or more of the plan participants are unable to conduct transactions in their accounts for more than three consecutive days. These blackout periods typically occur when there is a change in the retirement plan's trustee, record keeper or investment manager. You will be contacted when these or other restricted trading periods are instituted from time to time.

In addition to making sure a restricted trading period is not in effect, the pre-clearance procedure is necessary to assist you in preventing violations of the Section 16(b) short-swing profit rule. As you may know, insiders will be held liable to the Company for any "short-swing profits" resulting from a non-exempt purchase and sale or sale and purchase within a period of less than 6 months. Similarly, any profits realized by you upon a trade during a pension blackout period are recoverable by the Company (whether or not there is a "matching" transaction in contrast to short swing trading). The Sarbanes-Oxley Act now empowers the SEC to cause the Company to contribute these disgorged profits into a public fund to be used for restitution to the

victims of such violations. While compliance with Section 16(b) and other restricted trading periods is your responsibility, the pre-clearance of all trades will allow the Company to assist you in preventing any inadvertent violations.

If, upon requesting clearance, you are advised that Company stock may be traded, you may buy or sell the stock within two business days after clearance is granted**, but only if you are not otherwise in possession of material, non-public information**. If for any reason the trade is not completed within two business days, pre-clearance must be obtained again before stock may be traded.

If, upon requesting clearance, you are advised that Company stock may not be traded, you may not engage in any trade of any type under any circumstances, nor may you inform anyone of the restriction. You may reapply for pre-clearance at a later date when trading restrictions may no longer be applicable. In sum, it is critical that you obtain pre-clearance of any trading to prevent both inadvertent Section 16(b) or insider trading violations and to avoid *even the appearance* of an improper transaction (which could result, for example, when an officer engages in a trade while unaware of a pending major development).

Hedging Policy

No Director or Executive Officer may engage in speculative trading or hedging strategies with respect to Fifth Third Bancorp securities:

- No engagement in day trading or short selling of Fifth Third Bancorp securities
- No engagement in transactions in any derivative of Fifth Third Bancorp securities, including buying and writing options
- Executives are restricted from buying Fifth Third Bancorp securities on margin or using Fifth Third Bancorp securities as collateral for a loan

Pre-Clearance Policy for Rule 10b5-1 Plans

You may not implement a trading plan under SEC Rule 10b5-1 at any time, without prior clearance. Before entering into a trading plan you must contact H. Samuel Lind, Senior Vice President, Assistant General Counsel and Secretary, at (513) 534-3719, Shaun Patsy, Vice President and Counsel, at (513) 534-4203 or Kevin Lippert, Vice President and Counsel, at (513) 534-4847 to inquire if a restricted trading period is in effect and to obtain pre-clearance of the contemplated plan. You may only enter into a trading plan when you are not in possession of material, non-public information. In addition, you may not enter into a trading plan during a pension fund blackout period. Once a trading plan is pre-cleared, trades made pursuant to the plan will not require additional pre-clearance, **but only if the plan specifies the dates, prices and amounts of the contemplated trades or establishes a formula for determining dates, prices and amounts.** As discussed under "Section 16 Reporting", transactions made under a trading plan need to be promptly reported to the Filing Coordinator who will prepare the necessary Form 4.

SECTION 16 REPORTING

Overview

The SEC's rules under Section 16(a) of the Exchange Act impose reporting requirements on executive officers, directors and 10% shareholders. If there is any change in your ownership of Fifth Third securities at any time, other than through certain exempt Company benefit plans, you will be required to file a Form 4 with the SEC reporting the change. **In virtually all cases, the Form 4 must be filed no later than the second business day following the execution date of the transaction.** For transactions under Rule 10b5-1 trading plans or certain discretionary transactions within exempt Company benefit plans (for example, fund switching transactions), the Form 4 may not be due until the second business day following the date your broker or plan administrator notifies you of the execution date, but in no event more than five business days after the execution date.

You are also required to report certain exempt transactions to the SEC at year-end on a Form 5. The number and types of transactions eligible for Form 5 reporting are very limited. Coupled with the complexity of determining the time for filing reports in the situations described above, the need to pre-clear with the Company all transactions that you may contemplate is essential to our ability to assist you in making the proper filings in the required time frames.

Consequences of Delinquent Filings

The consequences of a late filing or the failure to file required Section 16 reports are significant:

- public embarrassment to you and the Company from required disclosures in the proxy statement and Form 10-K;
- potential SEC enforcement actions against you, such as a cease-and-desist order or injunction against further wrongdoing; and
- for egregious or repeated violations, possible criminal penalties that SEC fines of up could result in fines of up to $5,000 per day for each filing violation or even imprisonment.

Compliance Program

Under SEC rules, the preparation and filing of Section 16(a) reports is your sole responsibility. However, because of the complexities of compliance with the Section 16(a) filing requirements and to help prevent inadvertent violations of the short-swing profit rules, the Company has determined that it is prudent to provide you with assistance in preparing and filing your reports. In this regard, the following compliance procedures have been implemented:

Designated Filing Coordinator

Sam Lind, Shaun Patsy or Kevin Lippert can assist all executive officers and directors in preparing, reviewing and filing all Forms 3, 4 and 5. A Form 3 initial report has been filed for all current executive officers and directors.

Preparation and Filing

If you have any transaction or change in ownership in your Company stock or other equity securities (including derivative securities), please report the transaction(s) to the Filing Coordinator no later than the execution date of the transaction. This is necessary notwithstanding that you received pre-clearance of the transaction because the Company will not know whether or not you then proceeded to act upon such pre-clearance until you provide us with the exact dates, prices and other relevant information. The Filing Coordinator will contact you each January to coordinate preparation of your Form 5 (if applicable).

Upon receiving the details of the transaction(s) from you, the Filing Coordinator will prepare each Form 4 and Form 5 on your behalf. Due to the short two-day period in which to file the reports, the Filing Coordinator may have the Form executed on your behalf using the power of attorney that you have granted to the Company for this purpose and will file the completed Form with the SEC. As discussed above, the SEC must receive the Form 4 no later than the second business day following almost any transaction, and Form 5 must be received by February 14th each year, so time is of the essence. The Filing Coordinator will send you a copy of the Form 4 or 5 as filed with the SEC promptly following the filing. Please contact the Filing Coordinator immediately if you believe there may be any errors in the filing. If so, the Filing Coordinator will promptly amend the Form. In most cases, the filing of an amendment to correct information will not result in the initial filing being deemed a late filing; so no proxy disclosure or other penalties should apply.

The Filing Coordinator will send you an annual reminder relating to transactions in Company securities. Although such reminder will not allow us to remedy any filings that may be missed due to a failure to inform the Filing Coordinator, we believe that it will be in the best interests of both the Company and you to report such late transactions as soon as possible to mitigate any resulting damage.

Forms 4 and 5 for Employee Stock Options and Other Stock Plans

Because transactions under employee and director stock option and other stock plans can (a) raise complex Section 16(a) reporting issues; and (b) if reported incorrectly can create the appearance of short-swing profit violations, the Filing Coordinator will automatically prepare the appropriate Form on your behalf whenever you acquire shares pursuant to a benefit plan.

The Ultimate Responsibility Rests on You

While the Company has decided to assist executive officers and directors with Section 16 compliance, you should recognize that it will remain your legal obligation to ensure that your filings are made timely and correctly, and that you do not engage in unlawful short-swing transactions. The Company can only facilitate your compliance to the extent you provide the Company with the information required by this Policy. The Company does not assume any legal responsibility in this regard. If you would like more detailed information regarding your Section 16 obligations please contact the Filing Coordinator.

STOCK OPTIONS AND OTHER BENEFIT PLANS

Certain of the restrictions and reporting obligations discussed above may also apply to the receipt and exercise of stock options or the sale of the underlying stock following an option exercise, purchases under Fifth Third stock purchase plans and/or the exercise of any stock appreciation rights that may be granted, such as reporting the grant or exercise of an option on a Form 4. If you are contemplating exercising any stock options or stock appreciation rights, or making changes to your elections under any Company stock purchase plan, you should contact Sam Lind, Shaun Patsy or Kevin Lippert to determine whether there are any restrictions applicable.